

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

ADVANCED MICRO DEVICES, INC., a
Delaware corporation, and AMD
INTERNATIONAL SALES & SERVICES,
LTD., a Delaware corporation,

Plaintiffs,

v.

INTEL CORPORATION, a Delaware
corporation, and INTEL KABUSHIKI KAISHA,
a Japanese corporation,

Defendants.

IN RE
INTEL CORPORATION
MICROPROCESSOR ANTITRUST
LITIGATION

PHIL PAUL, on behalf of himself
And all others similarly situated,

Plaintiffs

v.

INTEL CORPORATION,

Defendants.

C.A. No. 05-441-JJF

MDL No. 1717-JJF

C.A. No. 05-485-JJF

CONSOLIDATED ACTION

**STIPULATION AND ORDER REGARDING PROTECTIVE ORDER
APPROVAL PROCESS**

Pursuant to the Court's direction at the April 20, 2006 Initial Conference, Advanced Micro Devices, Inc. and AMD International Sales & Service, Inc. (hereafter jointly, "AMD") and Intel

Corporation and Intel Kabushiki Kaisha (hereafter jointly, "Intel"), though their counsel of record, together with Interim Class Counsel for the plaintiffs in the class actions in MDL No. 1717 ("MDL Class Actions"), hereby submit the following stipulation for the Court's approval:

WHEREAS, AMD, Intel and Interim Class Counsel have negotiated and agreed to a Proposed Protective Order which, if approved, will govern claims of confidentiality for all documents produced in the above litigations (and the parties anticipate will also govern confidentiality claims in the California Class Litigation which encompasses all actions filed by or on behalf of a putative California class of indirect purchasers of Intel microprocessors, including certain actions which have been or will be transferred to the Honorable Jack Komar of the Santa Clara County Superior Court by the Judicial Council for the State of California under JCCP 4443); and

WHEREAS, AMD has served, and Intel and Interim Class Counsel intend to serve, subpoenas duces tecum upon a number of corporate third parties (hereafter the "Noticed Third Parties"); and

WHEREAS, these subpoenas are likely to require the production of a number of documents for which the Noticed Third Parties are likely to seek confidential treatment under any protective order the Court may enter; and

WHEREAS given the Noticed Third Parties' interest in the terms of any protective order, the parties agree that Noticed Third Parties should be afforded an opportunity to raise any concerns or objections to the Proposed Protective Order before any such order is entered by the Court;

NOW, THEREFORE, IT IS HEREBY STIPULATED BY AND BETWEEN AMD AND INTEL, THROUGH THEIR RESPECTIVE COUNSEL, AND INTERIM CLASS COUNSEL, AND SUBJECT TO THE APPROVAL OF THE COURT, AS FOLLOWS:

1. On or before May 1, 2006, the parties shall serve a Notice of Proposed Protective Order, in the form attached as Exhibit A, together with the Proposed Protective Order, on all Noticed Third Parties currently under AMD subpoena and other corporate third parties that the parties or class parties have, as of this time, decided to serve with subpoenas *duces tecum*. Such Notice may be served

electronically upon inside or outside counsel representing the Third Party or, if not known, upon the company's highest ranking legal officer.

2. The Noticed Third Parties shall have until May 12, 2006 to file any concerns or objections regarding the Proposed Protective Order. Any filing shall be served contemporaneously upon local counsel for AMD and Intel and upon Interim Liaison Counsel in the MDL Class Actions at the following email addresses:

AMD: Frederick L. Cottrell, III at cottrell@rlf.com

Chad M. Shandler at shandler@rlf.com

INTEL: Richard W. Horwitz at rhorwitz@potteranderson.com

W. Harding Drane, Jr. at wdrane@potteranderson.com

INTERIM LIAISON COUNSEL: James L. Holzman at jholzman@prickett.com

J. Clayton Athey at jcathey@prickett.com

3. AMD, Intel and Interim Class Counsel shall have until May 22, 2006 to respond to any Noticed Third Party objections or comments.

4. The parties shall submit the Proposed Protective Order to the Special Master, appointed by the Court, for his review.

5. The Proposed Protective Order, subject to any modifications the parties may agree to in light of the Noticed Third Party objections, shall be submitted to the Court on May 22, 2006 for the Court's consideration.

By: /S/ Chad M. Shandler #3796
Frederick L. Cottrell, III (#2555)
cottrell@rlf.com
Chad M. Shandler (#3796)
shandler@rlf.com
Richards, Layton & Finger, P.A.
One Rodney Square, P.O. Box 551
Wilmington, DE 19899
(302) 651-7700

ATTORNEYS FOR ADVANCED MICRO

DEVICES, INC. and AMD INTERNATIONAL
SALES & SERVICES, LTD.

By: /S/ Richard L. Horwitz #2246
Richard L. Horwitz (#2246)
rhorwitz@potteranderson.com
W. Harding Drane, Jr. (#1023)
wdrane@potteranderson.com
Potter Anderson & Corroon LLP
1313 North Market Street, P.O. Box 951
Wilmington, DE 19801
(302) 984-6000

ATTORNEYS FOR INTEL CORPORATION
AND INTEL KABUSHIKI KAISHA

By: /S/ James L. Holzman #663
James L. Holzman (#663)
jholzman@prickett.com
J. Clayton Athey (#4378)
jcahey@prickett.com
Prickett Jones & Elliott, P.A.
1310 King Street, P.O.Box 1328
Wilmington, DE 19899
(302) 888-6509

INTERIM LIAISON COUNSEL

IT IS SO ORDERED this ____ day of _____, 2006

United States District Court Judge